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WRITER'S DIRECT NUMBER  
(202) 736-8235

WRITER'S E-MAIL ADDRESS  
mnemeroff@sidley.com

July 13, 2005

Mr. Adam Schwartz, Esq.  
Office of the General Counsel  
Federal Election Commission  
999 E Street, N.W.  
Washington, D.C.

Re: MUR 5665

Dear Mr. Schwartz:

We are counsel to AT&T Corporation ("AT&T"), which received the Commission's "Reason to Believe" letter on July 6, 2005, and we have been asked to file this response. AT&T has completed the Statement of Designated Counsel, which is attached. The Commission requested that AT&T respond within 15 days of its receipt of the Commission's letter. Accordingly, this response is timely.

The Commission states that in November 2002, AT&T "may have contributed \$20,000 to Take Back the House (a.k.a. Democratic Majority), a registered political committee." The Commission also noted that Take Back the House reported the contribution as coming from "AT&T Corp." Accordingly, the Commission asserts that there is reason to believe that AT&T made an illegal corporate contribution in violation of 2 U.S.C. § 441b(a).

AT&T will show that it never was solicited for, nor made a contribution to, Take Back The House (C00359190), M. Mickey Williams, Treasurer. Instead, it was solicited for and contributed to the Democratic Majority Committee, M. Mickey Williams, Treasurer, an unregistered political committee, which identified itself as "John Conyers, Jr. Leadership PAC." Counsel for AT&T conducted a search for this committee in the Commission's records but was unable to locate it. AT&T's records that relate to its contribution to the Democratic Majority Committee make no mention of Take Back The House or describe it in any way. AT&T made its contribution to the Democratic Majority Committee after receiving multiple written confirmations stating that the Democratic Majority Committee could legally accept corporate contributions. Furthermore, when AT&T made its contribution, it notified the Democratic Majority Committee in writing not to use its contribution in connection with any Federal election. Accordingly, AT&T did not make an illegal corporate contribution to Take Back The

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OFFICE OF THE GENERAL COUNSEL  
FEDERAL ELECTION COMMISSION

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House, and its contribution to the Democratic Majority Committee did not violate 2 U.S.C. § 441b(a).

Enclosed with this letter are documents and an explanation in support of AT&T's position. AT&T's first record of being invited to a fundraiser for the Democratic Majority Committee is an invitation to an event at The Monocle restaurant on May 22, 2002. Tab 1. The contribution card for this event identified Democratic Majority as "John Conyers, Leadership PAC." It also identified M. Mickey Williams as the Treasurer. Kim Simpson's name and address also appears on the invitation. Upon information and belief, Ms. Simpson was a professional fundraiser associated with Congressman Conyers at the time. The invitation card also states "Corporate checks accepted."

By fax on September 26, 2002, from Kim Simpson to Broderick Johnson of AT&T, Mr. Johnson received a letter dated September 6, 2002, from Congressman John Conyers thanking AT&T for its pledge of \$20,000 "to my May 22, 2002 fundraiser held at The Monocle." Tab 2. The letter noted that the Democratic Majority Committee had not received AT&T's contribution and requested that a check made payable to the Democratic Majority Committee be forwarded to Kim Simpson. Ms. Simpson's address listed in the letter is the same as her address listed on the May 22 invitation. The fax cover sheet from Kim Simpson noted that "[t]he letter you requested is attached," and it requested that the check be mailed directly to Rep. Conyers' Treasurer, Mickey Williams. The letter indicated that it was authorized and paid for by the Democratic Majority Committee, M. Mickey Williams, Treasurer. The Mitchellville, Maryland address of the Democratic Majority Committee is the same as the address of Take Back The House which is listed in the Commission's records. Tab 3. However, Congressman Conyers' letter makes no reference to Take Back The House or to whether the Democratic Majority Committee may accept corporate contributions.

By memorandum dated September 27, 2002, Broderick Johnson requested "a check for \$20,000 Non-federal for the Democratic Majority Committee for an event AT&T sponsored on 5/22/02." Tab 4. The memorandum was addressed to Peter Jacoby and Debbie Macomber, two AT&T employees who were part of AT&T's contribution review and approval process. A few days later, the undersigned reviewed Congressman Conyers' letter and Mr. Johnson's memorandum, along with other contribution requests that AT&T had received at the time. By email dated October 2, 2002, the undersigned advised Ms. Macomber as follows:

\$20,000 to the Democratic Majority Committee. Please ask Broderick Johnson to confirm that the committee can accept corporate funds. Nothing in the Conyers letter indicates that. If the committee can accept corporate funds, AT&T may make the contribution. Please include a standard soft money contribution letter.

Mr. Adam Schwartz, Esq.

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Tab 5. All other advice provided in the October 2 email has been redacted. AT&T intends to waive the attorney-client privilege, but the waiver is limited to the subject matter of its \$20,000 contribution to the Democratic Majority Committee in November 2002.

Thereafter, AT&T followed up on its attorney's advice. Attached is an email from Kim Simpson to Debbie Macomber dated October 10, 2002 which states in relevant part "[p]er your request I am writing to confirm that Rep. John Conyers, Jr. accepts corporate contributions (soft money) in his Leadership PAC, Democratic Majority." Tab 6. This was followed by AT&T's letter to the Democratic Majority Committee, dated October 30, 2002, which enclosed AT&T's contribution check in the amount of \$20,000 made payable to the Democratic Majority Committee. The letter identifies the check number which is the same as the number on the enclosed photocopy of AT&T's check. The cover letter states: "AT&T's check is a corporate contribution which may not be used in connection with any activity subject to prohibition on such contributions in the Federal Election Campaign Act or any state or local statute or ordinance which prohibits corporate contributions." Tab 7.

AT&T has no knowledge as to why its contribution, made to the Democratic Majority Committee, was reported in the account of Take Back The House. The invitation to which AT&T responded did not solicit a contribution for Take Back The House. Tab 1. It solicited only for the Democratic Majority Committee. AT&T, therefore, contributed to a committee with a different name than Take Back The House. Moreover, AT&T took prudent steps to confirm that the Democratic Majority Committee could accept corporate contributions, and AT&T advised the Committee in writing of the legal limitations on its corporate contribution. We speculate that, because the Treasurer of Take Back The House and the Democratic Majority Committee was the same individual, AT&T's contribution may have somehow been mistakenly deposited in the wrong account. If that is what happened, AT&T is not responsible for this error. To the contrary, AT&T did everything possible to confirm that the Democratic Majority Committee could legally accept its contribution and to notify the recipient that its corporate contribution could not be used in connection with Federal elections. AT&T cannot be blamed in any way for the improper deposit of its contribution by others. Accordingly, we respectfully request that the Commission promptly dismiss AT&T from this Matter Under Review.

Sincerely



Michael A. Nemeroff

26044134064

Senate Majority Leader  
Tom Daschle

*Cordially Invites You To A Reception*

IN HONOR OF

Congressman John Conyers, Jr.  
Michigan - 14th Congressional District  
Ranking Member, House Judiciary Committee  
Dean of the Congressional Black Caucus

Wednesday, May 22, 2002

5:30 - 7:30 p.m.

The Monocle Restaurant  
107 D Street, NE - Washington, DC

R.S.V.P. To: 202.232.5297, or  
conyers@fortherecordppa.com

\$5000 Sponsor  
\$1000 Friend

10K

☐ I plan to attend the reception for Congressman John Conyers, Jr. hosted by Senate Majority Leader Tom Daschle. Enclosed is my check for \_\_\_\_\_ tickets.

☐ I cannot attend the reception but have enclosed my contribution of \_\_\_\_\_.

NAME: \_\_\_\_\_

ADDRESS: \_\_\_\_\_

CITY: \_\_\_\_\_ STATE: \_\_\_\_\_ ZIPCODE: \_\_\_\_\_

PHONE: (H) \_\_\_\_\_ (W) \_\_\_\_\_

OCCUPATION: \_\_\_\_\_

EMPLOYER: \_\_\_\_\_

Wednesday, May 22, 2002

5:30 - 7:30 p.m.

The Monocle Restaurant  
107 D Street, NE - Washington



R.S.V.P. To: 202.232.5297, or  
conyers@fortherecordppa.com

\$5000 Sponsor  
\$1000 Friend

Please make checks payable to: *Democratic Majority (John Conyers, Jr. Leadership PAC).*  
Corporate checks accepted • Political contributions are not tax deductible.

Authorized and paid for by Democratic Majority Committee • M. Mickey Williams, Treasurer.

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CONGRESSMAN JOHN CONYERS, JR.  
ICO: Kim Simpson/For The Record PPA, Inc.  
2526 17th Street, NW, Suite 302  
Washington, DC 20009

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26044134067

09/26/2002 21:45 2022325298

KIM SIMPSON

PAGE 01

**FOR THE RECORD****PHOTOGRAPHY & PUBLIC AFFAIRS, INC.****FACSIMILE TRANSMITTAL SHEET****TO:**  
Broderick Johnson  
ICO Patricia Brauerle**FROM:**  
KIM SIMPSON  
**WORK TEL:** 202/232-5299  
**HOME TEL:**  
**CELL:** 202/368-0634**COMPANY:**  
AT&T**DATE:**  
SEPTEMBER 27, 2002**FAX NUMBER:****TOTAL NO. OF PAGES INCLUDING COVER:****FAX:** 202/263-2726  
202/457-2571

2

**TEL:** 202-457-2049**RE:** Democratic Majority Contribution -  
Rep. John Conyers☐ URGENT ☐ FOR REVIEW ☐ PLEASE COMMENT ☐ PLEASE REPLY ☐ PLEASE RECYCLE**NOTES/COMMENTS:**

Hello -

The letter you requested is attached. Please mail or FedEx the check directly to Rep.  
Conyers' Treasurer (different address than mine, or the one listed at the bottom of the letterhead):

Mickey Williams  
MWJ Associates  
14906 Jensford Court, Suite A  
Bowie, MD 20716

(TEL) 301-218-0220

Thank you!

Kim Simpson

2526 17TH STREET, NW, SUITE 302 • WASHINGTON, DC 20009  
TEL 202/232-5299 • FAX 202/232-5298 • RSVP 202/232-5297  
KSIMPSON@FORTHRECORDPPA.COM

26044134068



09/26/2022 21:45

2022325298

KIM SIMPSON

PAGE 02

# JOHN CONYERS, JR.

*Democratic Majority*

September 6, 2002

Mr. Broderick Johnson  
AT&T  
1120 20th Street, NW, Suite 1000  
Washington, DC 20036

Dear Broderick,

Thank you for your generous \$20,000 pledge to my May 22, 2002 fundraiser held at The Monocle with co-host, Senate Majority Leader Tom Daschle. The event was a great success and I am grateful for your support and commitment.

According to our records, we have not yet received your pledge. It would be greatly appreciated if you could forward your contribution at your earliest convenience.

Please make your check payable to the *Democratic Majority Committee* and mail ICO Kim Simpson/For The Record PPA, 2526 17<sup>th</sup> Street, NW, Suite 302, Washington, DC 20009. If you have any questions, please call Ms. Simpson at 202-232-5299.

If you already have sent your contribution, thank you very much. I appreciate your continuing support of my campaign for re-election.

Sincerely,

*John Conyers*

John Conyers, Jr.  
Member of Congress

**CERTIFIED CORRECT***for \$20,000**Peter Jacoby*

26044134070

**Presented by the Federal Election Commission****Committee ID:** C00359190**TAKE BACK THE HOUSE**12138 CENTRAL AVENUE, SUITE 194  
MITCHEL VILLE, MD 20721

<b>Treasurer Name:</b>	M. MICKEY WILLIAMS
<b>Committee Designation:</b>	(N/A)
<b>Committee Type:</b>	NON-PARTY NON-QUALIFIED

**Search For:**[Contributions Received By This Candidate's Committees](#)[Committees And Candidates Supported/Opposed](#)[Individuals Who Gave To This Committee](#)**TRY A: [NEW QUERY](#)****RETURN TO: [FEC HOME PAGE](#)**

26044134072

**Date:** September 27, 2002

**Memo To:** Peter Jacoby  
Debbie Macomber

**From:** Broderick Johnson

**Re:** Democratic Majority Committee /Conyers Jr.

I am requesting a check for \$20,000 Non-federal for the Democratic Majority Committee for event AT&T sponsored on 5/22/02 at the Monocle with co-host Senator Majority Leader Tom Daschle.

Please make Check Payable to:

Democratic Majority Committee  
Attn: Kim Simpson  
2526 17<sup>th</sup> Street NW  
Suite 302  
Washington, DC 20009

(202) 232 - 5299

26044134074

**Macomber, Deborah E (Debbie) - LGA**

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**From:** Nemeroff, Michael A. [mnemeroff@sidley.com]  
**Sent:** Wednesday, October 02, 2002 6:28 PM  
**To:** Macomber, Deborah E (Debbie) - LGA  
**Subject:** Contributions

Deb:

You have requested our comments on the following proposed contributions:

2. \$20,000 to the Democratic Majority Committee. Please ask Broderick Johnson to confirm that this committee can accept corporate funds. Nothing in the Conyers letter indicates that. If the committee can accept corporate funds, AT&T may make the contribution. Please include a standard soft money contribution letter.

If you have any questions, please call.

Michael A. Nemeroff  
Sidley Austin Brown & Wood LLP  
1501 K Street N.W.  
Washington, D.C. 20005  
202-736-8235  
202-736-8711 fax  
mnemeroff@sidley.com

"<mail.sidley.com>" made the following  
annotations on 10/02/2002 05:27:07 PM

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This e-mail is sent by a law firm and may contain information that is privileged or confidential. If you are not the intended recipient, please delete the e-mail and any attachments and notify us immediately.

**Alberg, Penelope K (Penny) - LGA**

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**From:** Macomber, Deborah E (Debbie) - LGA  
**Sent:** Thursday, October 10, 2002 11:18  
**To:** Alberg, Penelope K (Penny) - LGA  
**Subject:** FW: Rep. Conyers Contribution

-----Original Message-----

**From:** Kim Simpson [mailto:ksimpson@fortherecordppa.com]  
**Sent:** Thursday, October 10, 2002 11:10 AM  
**To:** Macomber, Deborah E (Debbie) - LGA  
**Subject:** Rep. Conyers Contribution

Hi Deb,

Per your request I am writing to confirm that Rep. John Conyers, Jr. accepts corporate contributions (soft money) in his Leadership PAC, Democratic Majority. I do fundraising for Congressman Conyers - if you have additional questions feel free to give me a call at 202-232-5299.

Thank you,  
Kim Simpson

*Len - Can we use  
this? "accepts" =  
"is allowed to"?*

10/10/2002



26044134077



*Perry will  
pick up 10/30/02*

Broderick D. Johnson  
Vice President  
Congressional Relations

Suite 1000  
1120 20th St., NW  
Washington, DC 20036  
202 457-2049  
FAX: 202 457-2267  
Email: broderickjohns@lga.att.com

October 30, 2002

Perry Apelbaum  
Democratic Majority Committee  
2526 17<sup>th</sup> Street, NW  
Suite 302  
Washington, DC 20009

Dear Perry:

Enclosed with this letter is AT&T's contribution in the amount of \$20,000 to Democratic Majority Committee. AT&T's check is a corporate contribution which may not be used in connection with any activity subject to prohibition on such contributions in the Federal Election Campaign Act or any state or local statute or ordinance which prohibits corporate contributions.

In addition, because AT&T makes contributions in many state and local campaigns, we urge you not to contribute our funds in any campaign which would require you to disclose AT&T as the contributor without our permission. If you have any questions regarding these limitations, please do not hesitate to contact me.

Sincerely,

A handwritten signature in cursive script, appearing to read "Broderick Johnson".

Broderick Johnson

Enclosure:

Check #

Date: 10/29/02

26044134078

26044134079

**NET INVOICE**  
**20,000.00**

**NET INVOICE**  
**20,000.00**

**ОТПУС**

## MESSAGE8

# Detach Here

DO NOT CASH WITHOUT BLUE / GREEN BACKGROUND — POSITIVE IDENTIFICATION REQUIRED

70-2382-1719

**the world's most powerful company**

Check No. 11047997      Mo Day Yr 10 29 02

AP Payment

THOUSAND POEPLERS AND NO CENTS IN US DOLLARS

**\*\*\*\*\*20,000.00**

VENDORE NO

**NO VOICE NO**

**ОТРЕГ**

**STEVEN D. DUNN**  
Authorized Signature

2000-01-01



FEDERAL ELECTION COMMISSION  
999 E Street, NW  
Washington, DC 20463

RECEIVED  
FEC MAIL  
OPERATIONS CENTER

2005 JUL 13 P 1:01

Statement of Designation of Counsel  
(Respondent/Witness)

MUR: 5665

Name of Counsel: Michael Nemeroff

Firm: Sidley Austin Brown and Wood

1501 K St., NW

Washington, DC 20005

Telephone: (202) 736-8235

Fax: (202) 736-8711

The above named individual is hereby designated as my counsel and is authorized to receive any notifications and other communications from the Commission and to act on my behalf before the Commission.

July 7, 2005

Date

[Signature]

Signature

Name (Print): Leonard J. Cali

Address: 1120 20<sup>th</sup> St., NW Suite 1000

Washington, DC 20036

Telephone: Home

Business (202) 457-2120

Information is being sought as part of an investigation being conducted by the Federal Election Commission and the confidentiality provisions of 2 U.S.C. § 437g(a)(12)(A) apply. This section prohibits making public any investigation conducted by the Federal Election Commission without the express written consent of the person under investigation.

26044134081